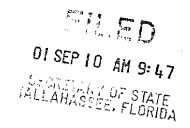
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John M. McNicholas		WELLAHASSES, FLORIDA
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☐ Annual Report ☐ Fictitious Name	☐ Foreign ☐ Limited Partners ☐ Reinstatement ☐ Trademark ☐ Other	hip
CR2E031(7/97)	-	Examiner's Initials



ARTICLES OF INCORPORATION OF KEY POWER SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE NAME

The name of the Corporation shall be Key Power Services, Inc.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The location and address of the Corporation's initial registered office in Florida is 160 Tahiti St., Naples, FL 34113. The initial registered agent at the registered office is John M. McNicholas who upon accepting this designation agrees to comply with the provisions of Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 160 Tahiti St., Naples, FL 34113.

ARTICLE THREE DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FOUR INCORPORATOR

The name and post office address of the incorporator is:

John M. McNicholas

160 Tahiti St., Naples, FL 34113.

ARTICLE FIVE DIRECTORS

The Board of Directors shall consist of one (1) member. The name and address of the first Board of Directors is:

John M. McNicholas

160 Tahiti St., Naples, FL 34113.

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

ARTICLE SIX CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is Five Thousands (5000), all of which shall be common share without par value.

ARTICLE SEVEN AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statue. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may be required by statue, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, not withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any right of a dissenting shareholder.

ARTICLE EIGHT INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

John M. McNicholas

160 Tahiti St., Naples, FL 34113.

ohn M. McNicholas, Incorporator

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing Articles of Incorporation of Key Power Services, Inc., acknowledged before me, an officer authorized to administer oaths and take acknowledgments, this <u>Selv</u> day of September, 2001, by John M. McNicholas, personally known to me, as Incorporator.

Notary Public

CATHERINE LUCERO
MY COMMISSION # CC 703095
EXPIRES: December 16, 2001
Bonded Thru Notary Public Underwriters

My Commission Expires:

Notary Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Key Power Services, Inc., at the place designated in the Articles of Incorporation. John M. McNicholas agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: September 5, 2001

John M. McNicholas